

## **Declaration of Conformity of MediClin AG according to Article 161 of the German Stock Corporation Act**

The Management Board and Supervisory Board of MediClin AG declare a revised form of Declaration of Conformity pursuant to Article 161 of the German Stock Corporation Act.

The Supervisory Board and Management Board of MediClin AG declare that they complied and comply with the recommendations of the "German Corporate Governance Code" as specified in the amended version of June 2, 2005 effective since July 20, 2005 with the following exceptions:

- The compensation of the members of the Management Board and the compensation of the members of the Supervisory Board are not reported individualised in the Notes to the Consolidated Financial Statements 2005 and the Corporate Governance Report 2005, but as from the Notes to the Consolidated Financial Statements 2006 and the Corporate Governance Report 2006 (section 4.2.4 and section 5.4.7 paragraph 3 sentence 1).
- The Deputy Chairman of the Supervisory Board and the committee members of the Supervisory Board are not receiving a separate compensation (section 5.4.7 paragraph 1 sentence 3).

Frankfurt am Main, March 2006

MediClin AG

The Supervisory Board

The Management Board